

RECORDATION NO.

27593-B  
FILED

OCT 14 '08

-10 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

October 14, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Memorandum of Lease, dated as of September 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 27593.

The names and addresses of the parties to the enclosed document are:

Lessor: Continental Railcar Leasing 2008, LLC  
c/o Macquarie Rail Inc.  
233 South Wacker Drive, Suite 5300  
Chicago, IL 60606

Lessee: Grand Trunk Western Railroad Company (f/k/a  
Grand Trunk Western Railroad Incorporated)  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Anne K. Quinlan, Esquire  
August 8, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

390 covered coil railcars: GTW 187800 - GTW 188189.

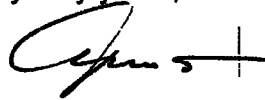
A short summary of the document to appear in the index is:

Amendment to Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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AMENDMENT TO MEMORANDUM OF LEASE

BETWEEN

CONTINENTAL RAILCAR LEASING 2008, LLC  
("LESSOR")

AND

GRAND TRUNK WESTERN RAILROAD COMPANY  
("LESSEE")

SEPTEMBER 1, 2008

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**THIS AMENDMENT TO MEMORANDUM OF LEASE** is dated as of September 1, 2008, by and between CONTINENTAL RAILCAR LEASING 2008, LLC, a Delaware limited liability company, ("**Lessor**") and GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation ("**Lessee**").

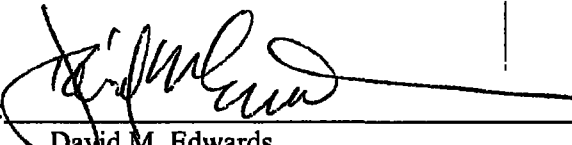
1. Pursuant to a Railcar Leasing Agreement dated as of July 1, 2008, and Rider No. 1 thereto dated as of July 1, 2008, (collectively, and together with any renewals, extensions and amendments thereof, the "**Lease**"), Lessor has agreed to furnish to GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation ("**Original Lessee**"), and Original Lessee has agreed to lease from Lessor 390 covered coil cars bearing marks and numbers as follows:

GTW 187800 to GTW 188189 inclusive.

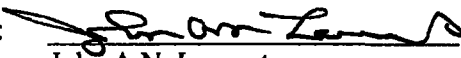
2. Lessor and Original Lessee executed a Memorandum of Lease, dated as of July 1, 2008, which was (i) filed with the United States Surface Transportation Board on August 8, 2008 under Recordation No. 27593 and (ii) deposited at the Registrar General of Canada on August 12, 2008.
3. Effective as of September 1, 2008, Original Lessee merged with and into St. Clair Tunnel Company, a Michigan corporation, and Lessee is the surviving entity and has succeeded to the rights and obligations of Original Lessee under the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Lessor: CONTINENTAL RAILCAR LEASING 2008, LLC  
By Continental Railcar Leasing, LLC, its sole member

By:   
David M. Edwards,  
Director

Lessee: GRAND TRUNK WESTERN RAILROAD COMPANY

By:   
John A.N. Lamont  
Sr. Manager, Asset Finance

STATE OF ILLINOIS

COUNTY OF COOK

On this 8<sup>th</sup> day of October, 2008, before me personally appeared David M. Edwards, to me personally known, who being by me duly sworn, says that he is a Director of Continental Railcar Leasing, LLC, sole member of CONTINENTAL RAILCAR LEASING 2008, LLC, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL



On this 6<sup>th</sup> day of October, 2008, before me personally appeared John A.N. Lamont, to me personally known, who being by me duly sworn, says that he is the Sr. Manager, Asset Finance of Grand Trunk Western Railroad Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
\_\_\_\_\_  
ATTORNEY / AVOCAT

Bar Number: 188726-2

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/14/08



Robert W. Alvord